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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
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TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
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(((H95000004179))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: W L'ITALIA CORP.

FAX AUDIT NUMBER: H95000004179

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EFFECTIVE DATE

4-11-95

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7/10/95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APR-17-1995 10:09 FROM EMPIRE

TO

19049224000 P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

April 13, 1995

EMPIRE CORPORATE KIT COMPANY
MIAMI, FL

SUBJECT: W L'ITALIA CORP.
REF: W95000007913

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Loria Poole
Corporate Specialist

FAK Aud. #: H95000004179
Letter Number: 195A00016923

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

(7)

THIS INSTRUMENT PREPARED BY:
JACQUELINE ALBERTS, ACC. C.
3399 PONCE DE LEON BLVD.
SUITE 205
CORAL GABLES, FLORIDA 33134
(305) 461-5909

ARTICLES OF INCORPORATION EFFECTIVE DATE
OF
M. L. ITALIA CORP. 4-11-55

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

M. L. ITALIA CORP.

The mailing address for the Corporation is:

3399 Ponce de Leon Blvd., Suite 205
Coral Gables, Fl 33134

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ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

- A. To engage in any business activity or endeavor which is lawful under the laws of the state of Florida, and the United States of America.

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ARTICLE III**DURATION OF CORPORATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE V**INITIAL CAPITAL CONTRIBUTION**

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI**SUBSCRIBERS**

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
JACQUELINE ALMEIDA	3399 PONCE DE LEON BLVD. SUITE 205 CORAL GABLES, FL 33134	100

ARTICLE VII**DIRECTORS**

The initial number of Directors of this corporation shall be

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one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
JACQUELINE ALMEIDARES	3399 PONCE DE LEON BLVD. SUITE 205 CORAL GABLES, FL 33134

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of

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this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3399 PONCE DE LEON BLVD., SUITE 205, CORAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation at that address is JACQUELINE ALMENDARES.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED this 11 day of April, 1995.


JACQUELINE ALMENDARES

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JACQUELINE ALMENDARES, to me well known to be the person described

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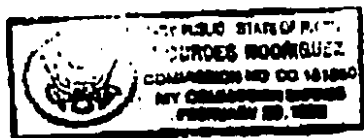
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in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and not forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 11 day of APRIL, 1995.

[Signature]
Notary Public, State of
Florida at Large

My Commission Expires:



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M. L. ITALIA CORP.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS

MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT M. L. ITALIA CORP. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED JACQUELINE ALMENDARES, 3399 PONCE DE LEON BOULEVARD, SUITE 205, CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: Jacqueline Almendares
JACQUELINE ALMENDARES

Title: Subscriber

Date: 4/11/95

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I heraby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: Jacqueline Almendares
JACQUELINE ALMENDARES

Date: 4/11/95 (Registered Agent)

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